



# **Anti-Corruption & Bribery Policy**



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## **Abbreviations**

BOD	- Board of Directors
EC	- Executive Chairman
CEO	- Chief Executive Officer
CFO	- Chief Financial Officer
COO	- Chief Operating Officer
CCO	- Chief Corporate Officer
FP	- Facilitation Payments
ID	- Independent Director
RMC	- Risk Management Committee
RMWC	- Risk Management Working Committee
SHB Group / Group	- SHB and its Subsidiary Companies
SHB	- Stella Holdings Berhad
WBP	- Whistleblowing Policy

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## **1. Introduction**

This Anti-Corruption and Bribery Policy (ACBP) is to prevent the occurrence of corruption and bribery practice in relation to the businesses of the Group. SHB Group conducts its business in a legal and ethical manner. The Group will ensure its businesses or any transactions do not participate in corruption activity for its advantages or benefits.

## **2. General**

The Group requires all employees including permanent, probationary, contract and temporary staff and Directors of the Group to be committed to act professionally with integrity in their business dealings.

## **3. Objectives**

This policy are set to provide information and guidance to the BOD and employees on the overall position bribery and corruption that might happened on daily operations. For all intents and purposes, the BOD and employees shall ensure compliance with all applicable laws in performing their duties.

## **4. Responsibility**

This policy is applicable to all BOD, Management and employee (either permanent, contract or temporary) of SHB Group. This policy need to be read and understand clearly by the employee. Disciplinary action will be taken including termination of employment if violation of the policy.

## **5. Compliance To The Law**

The Group comply with all applicable law including the Malaysian Anti-Corruption Commission Act 2009 and the Malaysian Anti-Corruption Commission (Amendment) Act 2018 or any amendments thereto.

In order to ensure compliance in accordance with amendments to Bursa Malaysia Securities Berhad Main Market Listing Requirement ("Main LR") in relation to Anti-Corruption Act 2009 pursuant to section 9 of the Capital Markets and Services Act 2007, SHB Group also comply with new act under section 17A (5).

## **6. Definition**

Corruption is defined as abuse of position for personal gain or misuse of position to help others to improperly enrich themselves.

Bribery is the most common form of corruption and it can be broadly described as the offering, promising, giving, accepting or soliciting of an advantage as an inducement of any action which is illegal or a breach of trust in order to gain personal or other advantage. It can be in the form of cash and other forms including non-cash gifts, lavish entertainment or hospitality, loans, fees or other reward or benefit.

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## **7. Anti-Corruption and Bribery**

### **7.1. Gifts, Hospitality and Entertainment**

Gifts and entertainment given and received as a reward, inducement or encouragement for preferential treatment or any other advantage, or inappropriate or dishonest conduct are strictly prohibited. Particularly, no gifts, hospitality or entertainment may be given or accepted during a crucial process such as contractual negotiations or tender processes if there is any realistic risks that giving and acceptance of such articles could very well manipulate and influence the outcome of such processes and negotiations.

Gifts or entertainments may only be presented to a third party only in the situation that it is consistent with the customary business practice, and that the gifts or entertainment are humble in value and cannot be interpreted as inducements to trade. Guidance from the Management must be sought if there is any doubt regarding this issue.

### **7.2. Facilitation Payments (“FP”)**

Usually small bribe payments (usually paid to low-level officials) made directly or indirectly to secure or speed up performance of a routine or to avoid bureaucratic delays and red tapes that may slow down certain business dealings.

In any case, employees must never pay, offer, solicit or receive bribes of any forms including facilitation payments, employee immediately notify immediate superior for consultation. For any above cases, the documents need to be shown to the immediate superior and to be kept properly.

### **7.3. Political Contribution**

In respect of political contributions, funds or resources of the Group must not be used to make any direct or indirect political contributions on behalf of the Group without approval from the BOD/EC/CEO/CCO/COO/CFO. Any appearance of making such contributions or expenditure to any political party, candidate or campaign, must also be avoided.

### **7.4. Donations**

Donations in the form of charity may be permissible depending on the circumstance but should be made directly to an official entity and be able to be disclosed publicly when required to.

## **8. Record Safekeeping**

All record should be in proper filing to be maintained with accuracy and completeness for all payments made to third parties in the ordinary course of business which is prove as evidence that such payments not linked to corrupt and/or unethical manner.

Employees must declare all gifts, hospitality or entertainment to respective Department for recording into a register which is subject to internal audit review. All expenses claim from Employees incurred to third parties should be approved by the Head of Department and specifically recorded the reason for such expenses.



## **9. Reporting**

Employees should report any cases of wrongdoing or a violation of the Policy is encouraged to report using WhistleBlowing Policy (WBP). Employee produce genuine report on the violations or suspected violations will not discriminated against suffer any sort or manner of retaliation. Report will be treated confidentially.

Shall any risk of corruption will be discussed during RMWC and to be tabled at RMC & BOD. The frequency of reporting will be done at least two (2) times a year and more frequent if it deems necessary.

## **10. Review Of The Policy**

The BOD will monitor compliance with the Policy and review the Policy at least once every 3 years to assess their effectiveness and ensure that it continues to remain relevant and appropriate.

The BOD reserves the total rights to all amendments, deletions or augment any terms and conditions or any part of this policy when necessary including the use of an additional form, should there be a need to develop one.

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